

Registre de Commerce et des Sociétés

B6139 - L160069944

déposé le 28/04/2016

MENTION POUR LA PUBLICATION AU MEMORIAL

Nom de la société : **CLT-UFA S.A.**

Siège social : **45, boulevard Pierre Frieden
L-1543 Luxembourg**

Registre de commerce : **B 6.139**

Les comptes annuels au **31 décembre 2015** ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de publication au Mémorial, recueil spécial des sociétés et des associations.

RCSL Nr. : B6139

Matricule : 1931 2200 042

eCDF entry date : 25/04/2016

BALANCE SHEET**Financial year from** ⁰¹ 01/01/2015 **to** ⁰² 31/12/2015 (in ⁰³ EUR)

CLT-UFA

45, Bd. Pierre Frieden
L-1543 Luxembourg**ASSETS**

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 <u>3.636.127.774,00</u>	110 <u>3.682.690.880,00</u>
I. Intangible fixed assets	1111 <u>3.1.</u>	111 <u>57.335.155,00</u>	112 <u>63.263.385,00</u>
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 <u>271.251,00</u>	116 <u>201.534,00</u>
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 <u>271.251,00</u>	118 <u>201.534,00</u>
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 <u>56.755.666,00</u>	122 <u>63.061.851,00</u>
4. Payments on account and intangible fixed assets under development	1123 _____	123 <u>308.238,00</u>	124 _____
II. Tangible fixed assets	1125 <u>3.2.</u>	125 <u>2.295.504,00</u>	126 <u>2.995.272,00</u>
1. Land and buildings	1127 _____	127 <u>1.918.110,00</u>	128 <u>2.556.099,00</u>
2. Plant and machinery	1129 _____	129 <u>249.167,00</u>	130 <u>279.643,00</u>

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	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 _____ 128.227,00	132 _____ 159.530,00
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 _____ 3.3.	135 _____ 3.576.497.115,00	136 _____ 3.616.432.223,00
1. Shares in affiliated undertakings	1137 _____ 3.3.1.	137 _____ 3.235.056.039,00	138 _____ 3.238.097.785,00
2. Amounts owed by affiliated undertakings	1139 _____ 3.3.2.	139 _____ 313.559.301,00	140 _____ 350.649.613,00
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____ 3.3.3.	141 _____ 27.871.859,00	142 _____ 27.666.313,00
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities and other financial instruments held as fixed assets	1145 _____ 3.3.4.	145 _____ 9.916,00	146 _____ 18.512,00
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 _____ 2.074.638.175,00	152 _____ 1.478.061.937,00
I. Inventories	1153 _____	153 _____ 92.132.894,00	154 _____ 87.294.331,00
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____ 3.4.	159 _____ 81.049.590,00	160 _____ 77.611.479,00
4. Payments on account	1161 _____	161 _____ 11.083.304,00	162 _____ 9.682.852,00
II. Debtors	1163 _____ 3.5.	163 _____ 1.976.638.170,00	164 _____ 1.390.374.390,00
1. Trade receivables	1165 _____	165 _____ 7.601.948,00	166 _____ 229.667,00
a) becoming due and payable within one year	1167 _____ 3.5.1.	167 _____ 7.601.948,00	168 _____ 229.667,00
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 _____ 1.943.749.705,00	172 _____ 1.367.968.239,00
a) becoming due and payable within one year	1173 _____ 3.5.2.	173 _____ 1.943.749.705,00	174 _____ 1.367.968.239,00
b) becoming due and payable after more than one year	1175 _____	175 _____	176 _____
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 _____ 22.694.817,00	178 _____ 21.791.213,00
a) becoming due and payable within one year	1179 _____ 3.5.3.	179 _____ 22.694.817,00	180 _____ 21.791.213,00
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____

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	Reference(s)	Current year	Previous year
4. Other receivables	1183	183 2.591.700,00	184 385.271,00
a) becoming due and payable within one year	1185 3.5.4.	185 2.591.700,00	186 385.271,00
b) becoming due and payable after more than one year	1187	187	188
III. Transferable securities and other financial instruments	1189	189	190
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191	191	192
2. Own shares or own corporate units	1193	193	194
3. Other transferable securities and other financial instruments	1195	195	196
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197	197 5.867.111,00	198 393.216,00
E. Prepayments	1199 3.6.	199 8.161.497,00	200 493.317,00
TOTAL (ASSETS)		201 5.718.927.446,00	202 5.161.246.134,00

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 <u>3.7.</u>	301 <u>3.600.316.226,00</u>	302 <u>3.647.435.071,00</u>
I. Subscribed capital	1303 <u>3.7.1.</u>	303 <u>450.000.000,00</u>	304 <u>450.000.000,00</u>
II. Share premium and similar premiums	1305 _____	305 <u>363.880.110,00</u>	306 <u>363.880.110,00</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>45.000.000,00</u>	310 <u>45.000.000,00</u>
1. Legal reserve	1311 <u>3.7.2.</u>	311 <u>45.000.000,00</u>	312 <u>45.000.000,00</u>
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____	317 _____	318 _____
V. Profit or loss brought forward	1319 _____	319 <u>2.671.123.424,00</u>	320 <u>2.695.179.475,00</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>555.264.146,00</u>	322 <u>380.824.320,00</u>
VII. Interim dividends	1323 _____	323 <u>-533.257.074,00</u>	324 <u>-335.754.454,00</u>
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 <u>3.7.3.</u>	327 <u>48.305.620,00</u>	328 <u>48.305.620,00</u>
B. Subordinated debts			
1. Convertible loans	1329 _____	329 _____	330 _____
a) becoming due and payable within one year	1413 _____	413 _____	414 _____
b) becoming due and payable after more than one year	1415 _____	415 _____	416 _____
2. Non convertible loans	1417 _____	417 _____	418 _____
a) becoming due and payable within one year	1419 _____	419 _____	420 _____
b) becoming due and payable after more than one year	1421 _____	421 _____	422 _____
	1423 _____	423 _____	424 _____
C. Provisions			
	1331 <u>3.8.</u>	331 <u>67.582.508,00</u>	332 <u>61.850.596,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 <u>26.157.851,00</u>	334 <u>26.205.745,00</u>
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 <u>41.424.657,00</u>	338 <u>35.644.851,00</u>
D. Non subordinated debts			
	1339 <u>3.9.</u>	339 <u>2.048.305.192,00</u>	340 <u>1.451.771.681,00</u>
1. Debenture loans	1341 _____	341 _____	342 _____
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349 _____	349 _____	350 _____
i) becoming due and payable within one year	1351 _____	351 _____	352 _____
ii) becoming due and payable after more than one year	1353 _____	353 _____	354 _____
2. Amounts owed to credit institutions	1355 _____	355 _____	356 _____ 22,00
a) becoming due and payable within one year	1357 _____	357 _____	358 _____ 22,00
b) becoming due and payable after more than one year	1359 _____	359 _____	360 _____
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361 _____	361 _____	362 _____
a) becoming due and payable within one year	1363 _____	363 _____	364 _____
b) becoming due and payable after more than one year	1365 _____	365 _____	366 _____
4. Trade creditors	1367 _____	367 _____ 28.483.710,00	368 _____ 24.280.142,00
a) becoming due and payable within one year	1369 _____ 3.9.1.	369 _____ 28.483.710,00	370 _____ 24.280.142,00
b) becoming due and payable after more than one year	1371 _____	371 _____	372 _____
5. Bills of exchange payable	1373 _____	373 _____	374 _____
a) becoming due and payable within one year	1375 _____	375 _____	376 _____
b) becoming due and payable after more than one year	1377 _____	377 _____	378 _____
6. Amounts owed to affiliated undertakings	1379 _____	379 _____ 1.989.641.486,00	380 _____ 1.401.634.056,00
a) becoming due and payable within one year	1381 _____ 3.9.2.	381 _____ 1.989.641.486,00	382 _____ 1.401.634.056,00
b) becoming due and payable after more than one year	1383 _____	383 _____	384 _____
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385 _____	385 _____ 5.062.650,00	386 _____ 5.061.751,00
a) becoming due and payable within one year	1387 _____ 3.9.3.	387 _____ 5.004.659,00	388 _____ 5.003.760,00
b) becoming due and payable after more than one year	1389 _____	389 _____ 57.991,00	390 _____ 57.991,00
8. Tax and social security debts	1391 _____	391 _____ 17.123.768,00	392 _____ 13.958.756,00
a) Tax debts	1393 _____ 3.9.4.	393 _____ 16.287.183,00	394 _____ 12.996.831,00
b) Social security debts	1395 _____	395 _____ 836.585,00	396 _____ 961.925,00

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 <u>3.9.5.</u>	397 <u>7.993.578,00</u>	398 <u>6.836.954,00</u>
a) becoming due and payable within one year	1399 _____	399 <u>5.928.003,00</u>	400 <u>6.018.754,00</u>
b) becoming due and payable after more than one year	1401 _____	401 <u>2.065.575,00</u>	402 <u>818.200,00</u>
E. Deferred income	1403 <u>3.10.</u>	403 <u>2.723.520,00</u>	404 <u>188.786,00</u>
TOTAL (LIABILITIES)		405 <u>5.718.927.446,00</u>	406 <u>5.161.246.134,00</u>

PROFIT AND LOSS ACCOUNT**Financial year from** ⁰¹ 01/01/2015 **to** ⁰² 31/12/2015 (in ⁰³ EUR)

CLT-UFA

45, Bd. Pierre Frieden
L-1543 Luxembourg**A. CHARGES**

	Reference(s)	Current year	Previous year
1. Use of merchandise, raw materials and consumable materials			
1601	4.3.	60.338.791,00	47.906.223,00
2. Other external charges			
1603	4.4.	581.214.438,00	572.572.494,00
3. Staff costs			
1605	4.5.	30.406.502,00	30.159.322,00
a) Salaries and wages	1607	25.344.923,00	25.157.932,00
b) Social security on salaries and wages	1609	2.583.600,00	2.558.034,00
c) Supplementary pension costs	1611	2.477.931,00	2.443.263,00
d) Other social costs	1613	48,00	93,00
4. Value adjustments			
1615		7.824.447,00	7.124.159,00
a) on formation expenses and on tangible and intangible fixed assets	1617	7.676.046,00	7.106.659,00
b) on current assets	1619	148.401,00	17.500,00
5. Other operating charges			
1621	4.6.	34.610.000,00	27.774.341,00
6. Value adjustments and fair value adjustments on financial fixed assets			
1623	3.3.3.	44.454,00	
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities			
1625			
8. Interest and other financial charges			
1627		353.956,00	2.953.432,00
a) concerning affiliated undertakings	1629	308.705,00	2.870.382,00
b) other interest and similar financial charges	1631	45.251,00	83.050,00

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	Reference(s)	Current year	Previous year
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____
10. Extraordinary charges	1633 _____	633 <u>632,00</u>	634 <u>447,00</u>
11. Income tax	1635 <u>4.8.</u>	635 <u>7.349.949,00</u>	636 <u>5.026.309,00</u>
12. Other taxes not included in the previous caption	1637 <u>4.9.</u>	637 <u>1.780.043,00</u>	638 <u>1.917.004,00</u>
13. Profit for the financial year	1639 _____	639 <u>555.264.146,00</u>	640 <u>380.824.320,00</u>
TOTAL CHARGES		641 <u>1.279.187.358,00</u>	642 <u>1.076.258.051,00</u>

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B. INCOME

	Reference(s)	Current year	Previous year
1. Net turnover	1701 <u>4.1.</u>	701 <u>706.770.847,00</u>	702 <u>646.583.492,00</u>
2. Change in inventories of finished goods and of work and contracts in progress	1703 _____	703 _____	704 _____
3. Fixed assets under development	1705 _____	705 _____	706 _____
4. Reversal of value adjustments	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
5. Other operating income	1713 <u>4.2.</u>	713 <u>23.265.009,00</u>	714 <u>22.135.052,00</u>
6. Income from financial fixed assets	1715 _____	715 <u>545.424.857,00</u>	716 <u>407.310.816,00</u>
a) derived from affiliated undertakings	1717 <u>4.10.</u>	717 <u>519.724.807,00</u>	718 <u>382.987.854,00</u>
b) other income from participating interests	1719 <u>4.11.</u>	719 <u>25.700.050,00</u>	720 <u>24.322.962,00</u>
7. Income from financial current assets	1721 _____	721 <u>3.726.645,00</u>	722 <u>124.854,00</u>
a) derived from affiliated undertakings	1723 <u>4.12.</u>	723 <u>3.726.108,00</u>	724 <u>124.854,00</u>
b) other income from financial current assets	1725 _____	725 <u>537,00</u>	726 _____
8. Other interest and other financial income	1727 _____	727 _____	728 _____
a) derived from affiliated undertakings	1729 _____	729 _____	730 _____
b) other interest and similar financial income	1731 _____	731 _____	732 _____
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 <u>4.13.</u>	733 _____	734 <u>103.837,00</u>
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME		737 <u>1.279.187.358,00</u>	738 <u>1.076.258.051,00</u>

Registre de Commerce et des Sociétés

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déposé le 28/04/2016

CLT-UFA S.A.
Société Anonyme

Audited annual accounts
for the year ended 31 December 2015

45, boulevard Pierre Frieden
L-1543 Luxembourg
R.C.S. Luxembourg: B 6 139



1. GENERAL

CLT-UFA S.A. (hereafter "CLT UFA" or "the Company") was incorporated on 30 May 1931 and organised under the laws of Luxembourg as a "société anonyme" for an unlimited period.

The registered office of the Company is established at 45, boulevard Pierre Frieden in 1543 Luxembourg.

The Company's financial year starts on 1 January and ends on 31 December of each year and the annual accounts are prepared in Euro ("€").

The object of CLT-UFA is the exploitation of licences, permissions and authorisations from public authorities for radio and television broadcasts and/or other communication methods, broadcast or not, with or without frequency through hertzian transmitter, cable distribution, satellite or by any other means of broadcasting or transmission, interactive or not, for local or international audiences financed through any source of revenue. CLT-UFA is permitted to carry on any similar or complementary activities and to invest in similar companies. On 15 February 2007, the Luxembourg Government renewed the licence agreement until 30 December 2020 (Note 6.2.1.).

As of 1 January 2015, the Company acquired the broadcast-related assets and liabilities of the Hungarian cable channel business, in particular distribution and film rights contracts.

CLT-UFA is a broadcaster established in Luxembourg, operating and providing national and cross-border radio and audiovisual media services for audiences in Hungary (Cool TV, Film+, Film +2, Muzsika TV, RTL2, RTL+ and Sorozat+), in the Netherlands (RTL4, RTL5, RTL7, RTL8, RTL Lounge, RTL Crime, RTL Telekids, RTL Z, Teleshop 4, 5, 7 and 8) and in France (RTL Radio), including multiple on-demand audiovisual media services.

CLT-UFA holds directly or indirectly investments in several companies. CLT-UFA is also active in the field of technical services for TV and radio as well as in the acquisition, the (co-)production and the distribution of audiovisual rights. The technical TV and radio activities are managed by Broadcasting Center Europe S.A., a fully owned subsidiary.

Based on the criteria defined by Luxembourg law, the Company is exempt from the obligation to prepare consolidated accounts and a consolidated management report.

The Company is included in the consolidated financial statements of RTL Group S.A. (the "Group") having the same registered office as the Company where those consolidated financial statements are available.

The consolidated financial statements of RTL Group S.A. are included in the consolidated financial statements of Bertelsmann SE & Co. KGaA, the ultimate parent company of the Company. Bertelsmann SE & Co. KGaA is a company incorporated under German law whose registered office is established at Carl-Bertelsmann-Strasse 270, D-33311 Gütersloh, Germany. Consolidated financial statements of Bertelsmann SE & Co. KGaA may be obtained at their registered office and on their official website.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements. Accounting policies and valuation rules are, besides the ones laid down by the Amended Law dated 19 December 2002, determined and applied by the Board of Directors.

The annual accounts have been prepared under the historical cost convention, except for items relating to foreign exchange hedging activities.

All monetary amounts in the notes are in Euro unless otherwise indicated.



The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore fairly present the financial position and results.

The Company makes estimates and assumptions that may affect the reported amounts of assets and liabilities in the next financial years. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2. Foreign currency translation

The Company maintains its accounts in Euro and both the balance sheet and profit and loss account are expressed in this currency.

Transactions in foreign currencies are recorded at the rate of exchange ruling on the transaction date. With the exception of fixed assets, all assets and liabilities denominated in foreign currencies are converted at the rate of exchange ruling at the balance sheet date. Related realised and unrealised gains as well as realised and unrealised losses are recognised in the profit and loss account.

In the context of the management of foreign exchange risks from its operations, the Company enters into forward foreign exchange transactions with Group companies. Unrealised gains and losses arising from such transactions are recognised in the profit and loss account with a counterpart on the balance sheet in "Prepayments" or "Deferred income", respectively.

2.3. Intangible fixed assets

Intangible fixed assets excluding goodwill (Note 2.4.) are stated at cost less accumulated amortisation. They are amortised on a straight-line basis over their estimated useful lives of three to four years. Where the Company considers that an intangible fixed asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.4. Goodwill, to the extent that it was acquired for valuable consideration

Goodwill recorded under intangible fixed assets represents the difference between the carrying amount of the shares of RTL Nederland S.A. previously held by the Company and the net book value of assets and liabilities transferred to the Company when the merger occurred in 2005. This merger difference is amortised on a straight-line basis over a period of 20 years.

2.5. Tangible fixed assets

Tangible fixed assets are stated at cost, including expenses incidental thereto, less accumulated depreciation. Depreciation is recognised on a straight-line basis over the estimated useful lives of the tangible fixed assets:

- Land: nil;
- Buildings: ten to 25 years;
- Plant and machinery: four to ten years;
- Other fixtures and fittings, tools and equipment: three to ten years.

Where the Company considers that a tangible fixed asset has suffered a durable depreciation in value, an additional write-down is recorded to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.



2.6. Financial fixed assets

Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests as well as securities held as fixed assets are recorded on the balance sheet at acquisition cost, including expenses incidental thereto. A value adjustment is made when there is a durable diminution in their value. These value adjustments are not continued if the reasons for which these value adjustments were made have ceased to apply.

Investments are classified as affiliated undertakings if the Group is able to exercise control over the company concerned.

Certain participating interests operate under the legal form of partnerships. The Company records its share of the profits to be allocated or of the losses in the profit and loss account. Such losses are recorded as value adjustments when the financial support is given in the form of an advance to the companies concerned. Surplus losses are booked as a provision.

Dividends from shares in affiliated undertakings and participating interests are recognised in the profit and loss account when declared by decision of the General Meeting.

The utilisation of neutralised capital gains (Note 3.7.3.) from the sale of financial fixed assets is reflected by transfer from capital gains to be reinvested to the caption "Temporarily not taxable capital gains".

Amounts owed by affiliated undertakings and by undertakings with which the undertaking is linked by virtue of participating interests are recorded at acquisition cost, including expenses incidental thereto, or nominal value in the balance sheet. When the market value or the recoverable value is lower than the acquisition cost or nominal value, a value adjustment is recorded. These value adjustments are not continued if the reasons for which these value adjustments were made have ceased to apply.

2.7. Finished goods and merchandise

Finished goods and merchandise include programmes in process, (co-)productions as well as rights acquired with the primary intention to broadcast or sell them in the normal course of the Group's operating cycle. They are accounted for at their acquisition cost.

Consumption is calculated based upon expected revenue. This method consists in amortising the acquisition cost in the ratio of net revenue for the period to anticipated total net revenue. Estimates of anticipated total net revenue are reviewed periodically. If estimated total net revenue is below acquisition cost, the book value of the rights is adjusted to anticipated total net revenue.

Finished goods and merchandise are booked as an asset on the balance sheet at the date of availability of the rights. The Company records an off-balance sheet commitment for contracts concluded for which the date of availability of the rights has not been reached.

2.8. Debtors

Debtors are recorded at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.9. Cash at bank, cash in postal cheque accounts, cheques and cash in hand

The Company reports in the balance sheet the net amount of the debit and credit positions of the bank accounts when these positions relate to the same nature of bank account with the same currency in the same bank and a netting agreement exists with the bank. If these conditions are not met, credit positions are recorded as bank overdrafts in "Amounts owed to credit institutions".

**2.10. Cash pooling arrangements**

In order to optimise cash management, CLT-UFA has implemented a cash pooling policy to centralise liquid funds. This cash pooling includes the following subsidiaries: Audiomeia Investments S.A. (Belgium), RTL Disney Fernsehen GmbH & Co KG (Germany) and RTL Group Deutschland GmbH (Germany). This automated cash pooling is made with a local banking institution. The conditions of the cash pooling are determined on an arm's length basis and based on specific risks linked to each Group company. The basis rate is EONIA adjusted for a margin (from -0.25% to -0.40% on credit margin with a minimum of 0% in case of very low interest rates and +0.50% on debit margin) and EURIBOR 1 month adjusted for a margin (0% on credit margin and +0.10% on debit margin).

2.11. Prepayments

The Company reports under this caption expenditure incurred during the financial year but relating to a subsequent financial year.

2.12. Provisions

Provisions are intended to cover losses or liabilities, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or date on which they will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

The Company participates in a defined benefit plan. This plan is financed internally via accruals which are determined by independent qualified actuaries using the aggregate cost method (percentage of payroll). The level of accruals exceeds the minimum financing requirement. In case of bankruptcy, the benefits are preserved through the PSVaG insolvency reinsurance.

2.13. Non subordinated debts

Non subordinated debts are recorded at their reimbursement value.

2.14. Deferred income

The liability item includes income received during the financial year but related to a subsequent financial year.

2.15. Net turnover

Net turnover includes advertising income, rights sales and other sales, net of deductions such as cash rebates, credit notes, discounts, refunds and VAT.



Notes to the annual accounts for the year ended 31 December 2015

3. BALANCE SHEET**3.1. Intangible fixed assets**

At 31 December 2015, "Intangible fixed assets" mainly consisted of "Concessions, patents, licenses, trade marks and similar rights and assets" and of "Goodwill, to the extent it was acquired for valuable consideration". "Concessions, patents, licenses, trade marks and similar rights and assets" mainly related to (co-) productions, audiovisual rights and other intangible assets which are recorded and amortised according to the policy described in Note 2.3.

In 2015, "Intangible fixed assets" evolved as follows:

	(Co-)productions and audiovisual rights ⁽¹⁾	Other intangible assets ⁽¹⁾	Goodwill, to the extent that it was acquired for valuable consideration	Payments on account and intangible fixed assets under development	Total
Acquisition cost at 31.12.2014	9,057,315	2,105,046	126,123,702	-	137,286,063
Acquisitions / Increases	39,329	680,265	-	308,238	1,027,832
Disposals	(4,220,809)	-	-	-	(4,220,809)
Acquisition cost at 31.12.2015	4,875,835	2,785,311	126,123,702	308,238	134,093,086
Accumulated value adjustments at 31.12.2014	(9,057,315)	(1,903,512)	(63,061,851)	-	(74,022,678)
Amortisation charges for the year	(13,119)	(636,758)	(6,306,185)	-	(6,956,062)
Disposals	4,220,809	-	-	-	4,220,809
Accumulated value adjustments at 31.12.2015	(4,849,625)	(2,540,270)	(69,368,036)	-	(76,757,931)
Net book value at 31 12 2014	-	201,534	63,061,851	-	63,263,385
Net book value at 31.12.2015	26,210	245,041	56,755,666	308,238	57,335,155

⁽¹⁾ Included in "Concessions, patents, licenses, trade marks and similar rights and assets, if they were acquired for valuable consideration"

Goodwill was recognised in 2005 by the Company in connection with the merger of RTL Nederland S.A. into CLT-UFA S.A. (Note 2.4.).

In 2015, the disposals related to audiovisual rights for which the licences had expired.

3.2. Tangible fixed assets

In 2015, "Tangible fixed assets" evolved as follows:



Notes to the annual accounts for the year ended 31 December 2015

	Land and buildings	Plant and machinery	Other fixtures and fittings, tools and equipment	Total
Acquisition cost at 31.12.2014	8,590,685	29,195,185	2,580,916	40,366,786
Acquisitions	10,042	4,999	7,821	22,862
Disposals	-	-	(12,057)	(12,057)
Acquisition cost at 31.12.2015	8,600,727	29,200,184	2,576,680	40,377,591
Accumulated value adjustments at 31.12.2014	(6,034,586)	(28,915,542)	(2,421,386)	(37,371,514)
Depreciation charges for the year	(648,031)	(35,475)	(36,478)	(719,984)
Disposals	-	-	9,411	9,411
Accumulated value adjustments at 31.12.2015	(6,682,617)	(28,951,017)	(2,448,453)	(38,082,087)
Net book value at 31.12.2014	2,556,099	279,643	159,530	2,995,272
Net book value at 31.12.2015	1,918,110	249,167	128,227	2,295,504



Notes to the annual accounts for the year ended 31 December 2015

3.3. Financial fixed assets

Shares

In 2015, "Shares" evolved as follows:

	Shares in affiliated undertakings	Shares in undertakings with which the undertaking is linked by virtue of participating interests	Securities and other financial instruments held as fixed assets
Acquisition cost at 31.12.2014	3,685,998,475	29,243,331	18,512
Acquisition / Increase	93,988	250,000	-
Capital reimbursement	(3,135,734)	-	-
Liquidations	(417,905,301)	-	(8,596)
Acquisition cost at 31.12.2015	3,265,051,428	29,493,331	9,916
Accumulated value adjustments at 31.12.2014	(447,900,690)	(1,577,018)	-
Value adjustment for the year	-	(44,454)	-
Reversal of value adjustments	417,905,301	-	-
Accumulated value adjustments at 31.12.2015	(29,995,389)	(1,621,472)	-
Net book value at 31.12.2014	3,238,097,785	27,666,313	18,512
Net book value at 31.12.2015	3,235,056,039	27,871,859	9,916

3.3.1. Shares in affiliated undertakings

Acquisition / Increase

On 22 January 2015, the Company made a capital increase in Media Assurances S.A. for €93,988 to reach a new total amount of €125,000.

Capital reimbursement

On 10 June 2015, Radio H S.A. carried out a capital reduction without cancellation of ordinary shares. As a result, CLT-UFA received a reimbursement of €3,135,734.

Liquidations and Reversal of value adjustments

In 2015, the following investments were liquidated:

- CLT-UFA UK Television, a fully impaired investment with original acquisition costs of €417,716,019;
- Shanghai Ser/CLT Broadc. Dev, a fully impaired investment with original acquisition costs of €189,282.



Notes to the annual accounts for the year ended 31 December 2015

Details of shares

Name of the company	Legal form	Country	Direct % held	Acquisition cost	Value adjustments	Net	Equity before result for the year 2014	Result of the last period closed 2014 ⁽¹⁾
Shares in affiliated undertakings								
RTL Group Germany	S A	Luxembourg	99	3,029,995,530	-	3,029,995,530	3,037,594,778	(875)
Media Properties	S a r l	Luxembourg	100	100,000,026	-	100,000,026	100,037,763	16,966,801
Audiomedia Investments	S A	Belgium	100	59,853,396	-	59,853,396	32,052,363	6,351,454
RADIO H	S A	Belgium	33	18,109,553	-	18,109,553	104,570,953	11,801,671
Duchy Digital	S A	Luxembourg	100	16,790,216	(16,790,216)	-	4,260,776	(23,756)
Broadcasting Center Europe	S A	Luxembourg	100	12,491,588	-	12,491,588	13,908,414	5,448,466
CLT-UFA UK Radio	Ltd	United Kingdom	100	12,001,422	(12,001,422)	-	-	-
IP Network International	S A	Luxembourg	100	5,053,216	-	5,053,216	5,164,422	79,708
IP Luxembourg	S a r l	Luxembourg	100	2,988,109	-	2,988,109	934,254	2,275,617
RTL Belgium	S A	Belgium	66	2,413,330	-	2,413,330	24,045,133	7,733,034
B & CE	S A	Luxembourg	100	1,487,361	-	1,487,361	43,180,860	1,338,814
Ediradio	S A	France	100	1,420,336	-	1,420,336	4,059,918	1,866,758
Radio Luxembourg London	Ltd	United Kingdom	100	1,173,706	(1,173,706)	-	858,968	(858,968)
Luxradio	S a r l	Luxembourg	75	835,867	-	835,867	1,128,825	610,427
European News Exchange	S A	Luxembourg	30	148,736	-	148,736	802,072	60,670
RTL Group Central and Eastern Europe	S A	Luxembourg	100	50,000	-	50,000	119,655	(1,089)
Other				239,036	(30,045)	208,991		
				3,265,051,428	(29,995,389)	3,235,056,039		
Shares in undertakings with which the undertaking is linked by virtue of participating interests								
RTL2 Fernsehen	GmbH & Co KG	Germany	27	23,200,384	-	23,200,384	15,336,756	46,905,000
RTL Disney Fernsehen	GmbH & Co KG	Germany	50	3,834,690	-	3,834,690	7,669,378	16,621,183
RTL 9	S A & Cie S E C S	Luxembourg	35	1,566,168	(1,566,168)	-	6,113,694	1,643,972
RTL2 Fernsehen Geschäftsführungs	GmbH	Germany	27	586,785	-	586,785	260,000	407,097
Radiolux	S A	Luxembourg	25	250,000	-	250,000	-	(2)
Other				55,304	(55,304)	-		
				29,493,331	(1,621,472)	27,871,859		
Securities and other financial instruments held as fixed assets								
Other				9,916	-	9,916		
				9,916	-	9,916		
TOTAL AT 31 DECEMBER 2015								
				3,294,554,675	(31,616,861)	3,262,937,814		

(1) Amounts on a 100% basis

(2) Company incorporated on 22 May 2015

Based on the impairment testing as at 31 December 2015 performed by management, no additional value adjustment was required.

3.3.2. Amounts owed by affiliated undertakings

In 2015, "Amounts owed by affiliated undertakings" evolved as follows:

Gross amount at 31.12.2014	350,649,613
Increases	17,823,783
Transfer to current assets	(37,114,795)
Decreases / Reimbursements	(17,799,300)
Gross amount at 31.12.2015	313,559,301
Accumulated value adjustments at 31.12.2014	-
Accumulated value adjustments at 31.12.2015	-
Net book value at 31.12.2014	350,649,613
Net book value at 31.12.2015	313,559,301

At 31 December 2015, amounts owed by affiliated undertakings consisted of a loan receivable from RTL Group Central and Eastern Europe GmbH for €312,245,000 (2014: €312,245,000) granted in two tranches of €152,000,000 and €160,245,000 on 17 August 2011 and 20 December 2011 respectively, bearing interest at a rate of 5.50% and maturing in tranches between 2018 and 2022. The interest accrued on the loan at 31 December 2015 amounted to €1,314,301 (2014: €1,289,818).

The increases and reimbursements both related to the accrued interests on the loan receivable from RTL Group Central and Eastern Europe GmbH.



The revolving loan to Société Bayard d'Antin S.A. of an amount of €37,095,394 and accrued interest thereon of €19,401 at 31 December 2014 were transferred to current assets (Note 3.5.2.).

3.3.3. Shares in undertakings with which the undertaking is linked by virtue of participating interests

Acquisition / Increase

On 1 November 2015, the Company acquired a stake of 25% in the equity of Radiolux S.A., a company based in Differdange (Luxembourg) for an amount of €250,000.

Value adjustments for the year

Société de Radiodiffusion Luxembourgeoise S.à r.l., in which the Company holds a stake of 49.99% is scheduled to be liquidated in 2016. Therefore, the Company recorded a value adjustment of €44,454.

3.3.4. Securities and other financial instruments held as fixed assets

In 2015, Contact Sat N.V., an investment initially acquired for €8,596 was liquidated.

3.4. Finished goods and merchandise

The detail of movements in programme and broadcasting rights which are reported as "Finished goods and merchandise" is as follows:

	2015	2014
Net book value at 1 January	77,611,479	72,718,619
Purchases	52,562,995	44,844,055
Consumptions (Note 4.3.)	(49,023,977)	(38,848,850)
Scraps (Note 4.3.)	(100,907)	(1,102,345)
Net book value at 31 December	81,049,590	77,611,479

The increases in "Finished goods and merchandise" and in current year consumptions were mainly due to the Hungarian cable channel business included for the first time in the annual accounts of the Company.

3.5. Debtors

3.5.1. Trade receivables

At 31 December 2015, "Trade receivables" amounted to €7,601,948 (2014: €229,667), net of value adjustments of €263,962 (2014: €116,638). The increase compared to 2014 was mainly due to the first time inclusion of the Hungarian cable channel business.

3.5.2. Amounts owed by affiliated undertakings

At 31 December 2015, "Amounts owed by affiliated undertakings" consisted of the following:

- Cash pooling account receivable from RTL Group S.A. (principal shareholder) for €1,389,400,398 (2014: €998,424,062) bearing interest at 0.00% (EONIA adjusted for a margin from -0.25% to +0.50% with a minimum of 0% in case of very low interest rates) (2014: 0.09% EONIA adjusted for a margin from -0.25% to +0.50% with a minimum of 0% in case of very low interest rates) without maturity date (Note 4.12.);
- Accounts receivable of €471,503,135 (2014: €325,776,307) from Bertelsmann SE & Co. KGaA (ultimate shareholder) relating to the PLP Agreement (Note 5.1.);
- Accounts receivable from IP France S.A. and IP Luxembourg S.à r.l. amounting to €37,197,775 (2014: €37,913,058), thereof regarding the commercial management of advertising revenue of €35,282,512 (2014: €35,942,819) without interest and maturity date;



Notes to the annual accounts for the year ended 31 December 2015

- Revolving loan to Société Immobilière Bayard d'Antin S.A. for an amount of €37,095,394, bearing interest at a rate of 0.813%. The interest accrued on the loan at 31 December 2015 amounted to €14,632. At 31 December 2014, the loan had been classified as financial fixed asset (Note 3.3.2.);
- Accounts receivable from various affiliated companies amounting to €8,538,371 (2014: €5,854,812) without interest and maturity date.

Total interest income from "Amounts owed by affiliated undertakings" amounted to €411,787 (2014: €79,887).

3.5.3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests

At 31 December 2015, "Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests" mainly consisted of the share in the result of fiscally transparent companies RTL2 Fernsehen GmbH & Co. KG for €14,899,985 (2014: €12,677,014) and RTL Disney Fernsehen GmbH & Co. KG for €2,707,976 (2014: €8,310,591), and a dividend receivable from RTL Disney Fernsehen GmbH & Co. KG of €4,336,069 (2014: € nil).

3.5.4. Other receivables

At 31 December 2015, "Other receivables" mainly related to recoverable foreign tax of €2,434,367 (2014: € nil) and recoverable foreign VAT of €121,506 (2014: €279,278).

3.6. Prepayments

At 31 December 2015, the amount mainly related to the Group's foreign exchange derivative assets amounting to €7,018,269 (Note 2.2.).

3.7. Capital and reserves

The changes in "Capital and reserves" during the year are summarised in the table below:

	Subscribed capital	Share premium and similar premiums	Legal reserve	Profit or loss brought forward	Profit or loss for the financial year	Interim dividends	Temporarily not taxable capital gains	Total
At 31.12.2013	450,000,000	363,880,110	45,000,000	3,787,164,272	472,593,980	(1,481,269,650)	53,872,672	3,691,241,384
Allocation of 2013 result	-	-	-	(1,008,675,670)	(472,593,980)	1,481,269,650	-	-
Transfer	-	-	-	5,567,052	-	-	(5,567,052)	-
Dividend distribution	-	-	-	(88,876,179)	-	(335,754,454)	-	(424,630,633)
Result for the year	-	-	-	-	380,824,320	-	-	380,824,320
At 31.12.2014	450,000,000	363,880,110	45,000,000	2,695,179,475	380,824,320	(335,754,454)	48,305,620	3,647,435,071
Allocation of 2014 result	-	-	-	45,069,866	(380,824,320)	335,754,454	-	-
Dividend distribution	-	-	-	(69,125,917)	-	(533,257,074)	-	(602,382,991)
Result for the year	-	-	-	-	555,264,146	-	-	555,264,146
At 31.12.2015	450,000,000	363,880,110	45,000,000	2,671,123,424	555,264,146	(533,257,074)	48,305,620	3,600,316,226

In 15 April 2015, the Annual General Meeting of Shareholders decided on the payment of a dividend of €3.50 per share, i.e. a total amount of €69,125,917.

On 9 December 2015, the Board approved an interim dividend of €27 per share, i.e. a total of €533,257,074 which was paid on 15 December 2015.

**3.7.1. Subscribed capital**

At 31 December 2015, the "Subscribed capital" amounted to €450,000,000 and was represented by 19,750,262 shares, all fully paid-up and without designation of nominal value. All shares have equal rights and obligations.

3.7.2. Legal reserve

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance of the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

3.7.3. Temporarily not taxable capital gains

Since 1987, the Company has sold certain participating interests and tangible fixed assets and realised capital gains. Under the relevant fiscal legislation in Luxembourg, certain of these gains are "neutralised", i.e. they are non-taxable and are not included in the profit and loss account. The proceeds of the sale of participating interests and tangible fixed assets, on which capital gains were realised, must be reinvested within two years in tangible and/or financial fixed assets.

3.8. Provisions

The "Provisions for pensions and similar obligations" at 31 December 2015 represented commitments from the Company towards its own employees and amounted to €26,157,851 (2014: €26,205,745).

At 31 December 2015, "Other provisions" related to different obligations and operating risks for €41,424,657 (2014: €35,644,851).

3.9. Non subordinated debts**3.9.1. Trade creditors**

The increase compared to 2014 was mainly due to the first time inclusion of the Hungarian cable channel business.

3.9.2. Amounts owed to affiliated undertakings

At 31 December 2015, "Amounts owed to affiliated undertakings" consisted of:

- Cash pooling account payable with RTL Group Deutschland GmbH for €1,899,494,003 (2014: €1,260,943,760) bearing interest at 0% (2014: 0.59%) and without maturity date;
- Cash pooling account payable with Audiomeia Investments S.A. for €2,854,013 (2014: €2,277,529) bearing interest at 0% (2014: 0.59%) and without maturity date;
- Non-interest bearing short-term accounts payable for services rendered in the normal course of business to:
 - RTL Nederland B.V. for €41,143,040 (2014: €35,296,828);
 - Media Properties S.à r.l. for €20,340,565 (2014: €20,339,944);
 - Ediradio S.A. for €9,887,256 (2014: €9,772,893);
 - RTL Nederland Interactief B.V. for €6,790,135 (2014: €5,822,268);
 - RTL Group Germany S.A. for €3,938,255 (2014: € nil);
 - Broadcasting Center Europe S.A. for €1,550,739 (2014: €1,312,791);
 - Accounts payable from other affiliated undertakings for €3,643,480 (2014: €1,214,601).

At 31 December 2014, "Amounts owed to affiliated undertakings" also included a cash pooling account payable to RTL Group S.A. (principal shareholder) for €64,653,442, bearing interest at 0.59% and without maturity.



Total interest expense on the "Amounts owed to affiliated undertakings" during the year 2015 amounted to €308,705 (2014: €651,775), thereof €297,311 (2014: €524,714) relating to the principal shareholder (Note 4.7.).

3.9.3. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests

At 31 December 2015, "Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests" consisted of a cash pooling account payable with RTL Disney Fernsehen GmbH & Co. KG for €5,004,659 (2014: €5,003,760) bearing interest at 0% (2014: 0.018%) and without maturity date.

3.9.4. Tax debts

The Company is subject in Luxembourg to the general tax regulations applicable to all companies. The Company has received final tax assessments up to 2010 for income tax and up to 2010 for net wealth tax.

From 1 January 2001, the Company is part of a tax unit at the level of RTL Group S.A., including other Luxembourg Group companies.

At 31 December 2015, "Tax debts" mainly included Luxembourg net wealth tax of €11,938,169 (2014: €11,187,781) and German income tax of €3,550,913 (2014: €1,035,329) which related to fiscally transparent companies (Notes 4.8. and 4.9.).

Refer to Note 5.1. for details on the Profit and Loss Pooling ("PLP") Agreement and Compensation Agreement between RTL Group Deutschland GmbH, an affiliated undertaking of the Company, and Bertelsmann Capital Holding GmbH.

3.9.5. Other creditors

At 31 December 2015, "Other creditors" mainly related to incentives-related payable to employees of €7,627,863 (2014: €6,410,697), thereof payable within one year €5,562,288 (2014: €5,592,497).

3.10. Deferred income

At 31 December 2015, the amounts related to the Group's foreign exchange derivative liabilities amounting to €2,723,520 (Note 2.2.). At 31 December 2014, the amount consisted of income relating to subsequent periods of €188,786.



Notes to the annual accounts for the year ended 31 December 2015

4. PROFIT AND LOSS ACCOUNT**4.1. Net turnover**

In 2015, "Net turnover" evolved as follows:

In '000€	Advertising income		Rights sales		Other sales		Net turnover	
	2015	2014	2015	2014	2015	2014	2015	2014
Television:								
Benelux	451,826	454,400	-	12	101,799	59,811	553,625	514,223
Hungary	20,321	-	381	-	107	-	20,809	-
Germany	-	-	-	-	1,410	1,897	1,410	1,897
Other	-	-	27	-	2,231	3,128	2,258	3,128
	472,147	454,400	408	12	105,547	64,836	578,102	519,248
Radio:								
France	107,145	105,693	-	-	3,866	3,614	111,011	109,307
Benelux	15,573	15,722	-	-	-	-	15,573	15,722
Germany	2,085	2,306	-	-	-	-	2,085	2,306
	124,803	123,721	-	-	3,866	3,614	128,669	127,335
Total	596,950	578,121	408	12	109,413	68,450	706,771	646,583

"Other sales" mainly related to digital broadcasting sales.

4.2. Other operating income

In 2015, "Other operating income" evolved as follows:

	2015	2014
Trade marks and licence fees	17,737,646	16,519,560
Fees and royalties from cable operators	4,533,261	4,717,694
Other	994,102	897,798
Total	23,265,009	22,135,052

4.3. Use of merchandise, raw materials and consumable materials

In 2015, "Use of merchandise, raw materials and consumable materials" evolved as follows:

	2015	2014
Consumptions and scraps of stocked programme rights (Note 3.4.)	49,124,884	39,951,195
Non-stocked programme rights	9,713,075	6,470,506
Other	1,500,832	1,484,522
Total	60,338,791	47,906,223

The increase in "Consumptions and scraps of stocked programme rights" was mainly due to the first time inclusion of the Hungarian cable channel business.



Notes to the annual accounts for the year ended 31 December 2015

4.4. Other external charges

In addition to Luxembourg-based expenses, CLT-UFA carried external charges which are invoiced by affiliated undertakings. Significant charges are as follows:

- The RTL Nederland B.V. subsidiary produces television programmes in Dutch broadcast by CLT-UFA. The cost of these services for 2015 amounted to €324,198,162 (2014: €316,797,514). The commercial management of advertising is handled by RTL Nederland B.V. In return, CLT-UFA paid a commission on advertising income for an amount of €59,958,318 (2014: €60,503,129);
- Ediradio S.A. produces a radio news and entertainment program in French broadcast by CLT-UFA. The cost of these services for 2015 amounted to €64,839,488 (2014: €65,533,727). The commercial management of advertising is handled by IP France S.A. (Information et Publicité). In return, CLT-UFA paid a commission on advertising income for an amount of €23,883,271 (2014: €23,532,411);
- RTL Nederland Interactief B.V. provides new media services which were borne by the Company. The associated cost amounted to €28,948,604 (2014: €19,079,537);
- Recharges from Broadcasting Center Europe S.A. for services rendered amounted to €16,257,404 (2014: €16,828,876);
- CLT-UFA bore costs of €10,960,641 (2014: €11,549,184) on behalf of an affiliated company, Société Commerciale de Promotion et de Publicité S.A. Paris, for promotional services related to the French radio programme.

4.5. Staff costs

During 2015, the Company had an average staff of 248 employees (2014: 247).

4.6. Other operating charges

In 2015, "Other operating charges" evolved as follows:

	2015	2014
Fees and royalties for concession contracts, licences and similar rights	32,879,675	26,718,553
Operating taxes	747,365	110,336
Directors' fees	237,897	237,652
Other	745,063	707,800
Total	34,610,000	27,774,341

The increase in fees and royalties mainly related to the operations in the Netherlands.

4.7. Interest and other financial charges concerning affiliated undertakings

In 2015, "Interest and other financial charges concerning affiliated undertakings" evolved as follows:

	2015	2014
Cash pooling arrangements with shareholder (Note 3.9.2.)	297,311	524,714
Cash pooling arrangements with affiliated undertakings (Note 3.9.2.)	11,394	127,061
Foreign exchange loss, net (Note 4.12.)	-	2,218,607
Total	308,705	2,870,382

**4.8. Income tax**

In 2015, "Income tax" mainly related to income tax in consideration of fiscally transparent companies not included in the tax group (RTL2 Fernsehen GmbH & Co. KG, RTL Disney Fernsehen GmbH & Co. KG) of €7,322,311 (2014: €5,026,309).

4.9. Other taxes not included in the previous caption

In 2015, "Other taxes not included in the previous caption" related to net wealth tax of €1,780,043 (2014: €1,917,004).

4.10. Income from financial fixed assets – derived from affiliated undertakings

During 2015, "Income from financial fixed assets derived from affiliated undertakings" evolved as follows:

	2015	2014
PLP Agreement with Bertelsmann SE & Co. KGaA (shareholder) (Note 5.1.)	471,503,135	325,776,307
<u>Dividends received and equivalent</u>		
RTL Belgium S.A.	9,239,274	13,198,963
Audiomedia Investments S.A.	6,357,630	12,853,671
RTL Belux S.A. & Cie S.E.C.S.	3,936,000	-
Broadcasting Center Europe S.A.	3,526,173	3,022,434
Duchy Digital S.A.	3,060,000	-
IP Luxembourg S.à r.l.	2,500,000	2,800,000
Media Properties S.à r.l.	-	4,830,000
Other	2,190,599	2,049,823
	30,809,676	38,754,891
<u>Interest income</u>		
Loans receivable from affiliated undertakings (Note 3.3.2.)	17,411,996	17,906,656
Reversal of value adjustments on financial fixed assets	-	550,000
Total	519,724,807	382,987,854

In application of the PLP Agreement with Bertelsmann SE & Co. KGaA, CLT-UFA recognised an income of €471,503,135 (2014: €325,776,307) relating to:

- Compensation Agreement of €406,125,224 (2014: €273,979,229);
- Commission of €65,377,911 (2014: €51,797,078).

4.11. Income from financial fixed assets – other income from participating interests

In 2015, "Income from financial fixed assets – other income from participating interests" related to the share in gains from undertakings with which the undertaking is linked by virtue of participating interests and evolved as follows:

	2015	2014
RTL2 Fernsehen GmbH & Co. KG	14,899,985	12,715,307
RTL Disney Fernsehen GmbH & Co. KG	10,506,006	11,033,631
RTL 9 S.A. & Cie S.E.C.S.	294,059	574,024
Total	25,700,050	24,322,962



Notes to the annual accounts for the year ended 31 December 2015

4.12. Income from financial current assets - derived from affiliated undertakings

In 2015, "Income from financial current assets derived from affiliated undertakings" evolved as follows:

	2015	2014
Foreign exchange gains, net	3,264,273	-
Interest income on loans receivable (Note 3.5.2.)	411,787	-
Cash pooling agreement with RTL Group S.A. (principal shareholder) (Note 3.5.2.)	-	79,887
Other interest income	50,048	44,967
Total	3,726,108	124,854

"Foreign exchange gains, net" can be analysed as follows:

	2015
Realised foreign exchange gains	35,893,027
Unrealised foreign exchange gains on assets and liabilities	4,837,290
Realised foreign exchange losses	(35,884,823)
Unrealised foreign exchange losses on assets and liabilities	(1,581,221)
Total	3,264,273

4.13. Extraordinary income

In 2014, "Extraordinary income" mainly referred to the cancellation of liabilities related to rights.

5. RELATED PARTIES TRANSACTIONS

At 31 December 2015, the principal shareholder of the Company is RTL Group S.A. which holds 99.7 per cent of the CLT-UFA shares.

Management consider that all significant transactions entered into with related parties during 2015 and 2014 have been done at arm's length.

5.1. Transactions with shareholders

As from 1 January 2001, the Company is part of a tax unit led by RTL Group S.A. including other Luxembourg Group companies. In the event that CLT-UFA would have taxable income, CLT-UFA will not record income tax charges as long as the tax unit will benefit from unused tax losses. CLT-UFA also paid income tax related to its investments in fiscally transparent companies.

On 26 June 2008, the Board of Directors of RTL Group S.A. and CLT-UFA agreed to proceed with the tax pooling of their indirect subsidiary RTL Group Deutschland GmbH into Bertelsmann Capital Holding GmbH, a direct subsidiary of Bertelsmann SE & Co. KGaA.

To that effect, RTL Group Deutschland GmbH entered into a PLP Agreement with Bertelsmann Capital Holding GmbH for a six-year period starting on 1 January 2008.

Simultaneously, Bertelsmann SE & Co. KGaA entered into a Compensation Agreement with CLT-UFA which was subsequently amended on 22 May 2013, providing for the payment to CLT-UFA of an amount compensating the above transfer and an additional commission amounting to 50 per cent of the tax saving based upon the taxable profit of RTL Group Deutschland GmbH.



After six years, both PLP Agreement and Compensation Agreement are renewable on a yearly basis. RTL Group Deutschland GmbH and CLT-UFA have the right to request the early termination of those agreements under certain conditions. The compensation and the commission are recognised in the same period and are presented as income from financial fixed assets derived from affiliated undertakings. In 2014, the PLP Agreement was slightly amended on the basis of a recent change in the German Corporate Tax law.

In October 2008, CLT-UFA received a pledge on all shares of Bertelsmann SE & Co. KGaA's wholly-owned English subsidiary Bertelsmann UK Ltd and all of Bertelsmann SE & Co. KGaA's interest in the German limited liability partnership Gruner + Jahr GmbH & Co. KG., in connection with the accounts receivable related to PLP and Compensation Agreements.

On 22 December 2011, RTL Group Deutschland GmbH, an affiliated company, and Bertelsmann SE & Co. KGaA entered into an agreement related to the deposit of surplus cash by RTL Group Deutschland GmbH with Bertelsmann. To secure the deposit, Bertelsmann pledged to RTL Group Deutschland GmbH its aggregate current partnership in Gruner + Jahr GmbH & Co. KG.

At 31 December 2015, RTL Group Deutschland GmbH did not hold any deposit with Bertelsmann SE & Co. KGaA (2014: € nil).

5.2. Transactions with key management personnel

Transactions with key management personnel for RTL Group can be summarised as follows (*):

In € million	2015	2014
Short-term benefits	8.0	7.4
Long-term benefits	4.4	2.6
Post-employment benefits	0.2	0.1
Total	12.6	10.1

(*) The Company's operations are driven by RTL Group S.A. key management, i.e. there is no dedicated CLT-UFA key management personnel. Related expenses for transactions with key management are not borne by CLT-UFA.

5.3. Directors' fees

In 2015, a total of €237,897 (2014: €237,652) was allocated in the form of attendance fees to the members of the Board of Directors, of which € nil (2014: € nil) was paid to key management personnel.



Notes to the annual accounts for the year ended 31 December 2015

6. OFF-BALANCE SHEET COMMITMENTS**6.1. Commitments given**

Financial commitments given by the Company were as follows:

	2015	2014
Guarantees and other similar commitments (Note 6.1.1.)	98,751,781	106,527,704
Outstanding forward currency contracts (Note 6.1.2.)	81,863,716	70,261,756
Acquisition of TV and broadcasting rights	56,114,677	62,116,116
Analogue FM transmission French radio	22,800,000	3,726,244
Total	259,530,174	242,631,820

The nature and the commercial objective of the operations not disclosed on the balance sheet can be described as follows:

6.1.1. Guarantees and other similar commitments

CLT-UFA has taken commitments for an amount of €99 million (2014: €107 million) including a commitment to cover the future losses of RTL2 Fernsehen GmbH & Co. KG, Munich, and RTL Disney Fernsehen GmbH & Co. KG, Cologne, together with the other unit holders of these companies in proportion to their respective holding.

6.1.2. Outstanding forward currency contracts

At 31 December 2015, CLT-UFA has outstanding forward currency contracts for a total amount of €82 million (2014: €70 million) with RTL Group S.A. mainly related to US dollar exposure.

6.2. Commitments received**6.2.1. Licence agreement**

On 15 February 2007, the Luxembourg Government, CLT-UFA, RTL Group S.A. and Bertelsmann SE & Co. KGaA signed a new concession contract that will run until the end of 2020. Under the terms of the contract, the Luxembourg Government will continue to make television and radio frequencies available to CLT-UFA. In return, CLT-UFA will continue to produce and finance a public TV programme for the Grand-Duchy.

Effective 1 January 2015, the Luxembourg Government granted the Company the media licences to operate seven Hungarian cable channels.

6.2.2. Other

CLT-UFA has received commitments for an amount of €135 million (2014: €174 million) including outstanding forward currency contracts for €82 million (2014: €70 million).

The Company has also received pledges from Bertelsmann SE & Co. KGaA's in connection with the accounts receivable related to PLP and Compensation Agreements amounting to €719 million (2014: €847 million) (Note 5.1.).



7. SUBSEQUENT EVENTS

On 11 January 2016, Fremantlemedia Netherlands BV ("Fremantlemedia") acquired 51 per cent of Abot Hameiri Communications Ltd ("AH"), an Israeli content development and TV production company, which primarily focuses on the development and production of both established and original entertainment, scripted drama and factual programmes. The acquisition is in line with the growth strategy of strengthening the creative pipeline and entering new markets. The purchase consideration of €7 million is subject to a top-up adjustment based on the level of profitability realised in 2015. The transaction qualifies as a business combination since RTL Group gained the control of AH. FremantleMedia holds an option on the remaining 49 per cent of the share capital. The strike price of the option, exercisable in 2021, is based on a variable component. The consideration for 100 per cent of AH is capped at €46 million. If RTL Group does not exercise the option, the non-controlling shareholders have a drag-along right and a call option.

On 15 January 2016, RTL Nederland Ventures BV ("RTL Nederland") acquired 32.6 per cent of Heilzaam BV ("Heilzaam"), operating eHealth information websites. The purchase consideration of €1 million is mainly contributed to the company. RTL Nederland has a significant influence in Heilzaam which will be accounted for using the equity method.

RTL Group intends to exercise the option to acquire an additional 24.5 per cent interest, for €7 million, in Divimove GmbH bringing the Group's shareholding to 75.5 per cent. RTL Group will continue to have a significant influence in Divimove GmbH which will be accounted for using the equity method.

CLT-UFA

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L'affectation du résultat de l'exercice se présente dès lors comme suit :

Bénéfice de l'exercice 2015	EUR	555.264.146,-
Résultats reportés	EUR	2.671.123.424,-
Prime d'émission au 31 décembre 2015	EUR	<u>363.880.110,-</u>
Montant distribuable	EUR	3.590.267.680,-
Dividende intérimaire décidé le 9 décembre 2015 et mis en paiement le 15 décembre 2015	EUR	-533.257.074,-
Dividende final (1)	EUR	-59.248.545,-
Total bénéfice reporté (après affectation du résultat)	EUR	2.633.881.951,-
Prime d'émission (après affectation du résultat)	EUR	363.880.110,-

(1) Déduction faite des actions au porteur non immobilisées conformément à la Loi
Immobilisation du 28 Juillet 2014.